

**Objection Deadline: January 15, 2014 at 4:00 p.m. (Prevailing Eastern Time)**

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*Counsel for the Post-Effective Date Debtors*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
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**NOTICE OF FILING OF LEWIS KRUGER'S ELEVENTH MONTHLY FEE  
REPORT OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED  
AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD  
FROM DECEMBER 1, 2013 THROUGH DECEMBER 17, 2013**

**PLEASE TAKE NOTICE** that pursuant to the *Order Granting Debtors' Motion Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code for an Order Authorizing the Debtors to Appoint Lewis Kruger as Chief Restructuring Officer* [Docket No. 3103] entered by the Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), Lewis Kruger is required to file with the Bankruptcy Court reports, on at least a quarterly basis, of compensation earned and expenses incurred in Mr. Kruger's capacity as Chief Restructuring Officer in the above-captioned chapter 11 cases of Residential Capital, LLC and its affiliated debtors (collectively, the "Debtors"). Attached hereto as

Exhibit 1 is Mr. Kruger's eleventh monthly fee report for the period from December 1, 2013 through December 17, 2013 (the "Monthly Fee Report").

**PLEASE TAKE FURTHER NOTICE** that objections, if any, to the Monthly Fee Report must be made in writing, conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Notice, Case Management, and Administrative Procedures approved by the Bankruptcy Court [Docket No. 141], be filed electronically by registered users of the Bankruptcy Court's electronic case filing system, and be served, so as to be received no later than **January 15, 2014 at 4:00 p.m. (Prevailing Eastern Time)**, upon: (a) counsel for the Debtors, Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, NY 10104 (Attention: Gary S. Lee, Lorenzo Marinuzzi, Jennifer Marines and Meryl L. Rothchild); (b) the Office of the United States Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014 (Attention: Tracy Hope Davis, Linda A. Riffkin, and Brian S. Masumoto); (c) the Office of the United States Attorney General, U.S. Department of Justice, 950 Pennsylvania Avenue NW, Washington, DC 20530-0001 (Attention: US Attorney General, Eric H. Holder, Jr.); (d) Office of the New York State Attorney General, The Capitol, Albany, NY 12224-0341 (Attention: Nancy Lord, Esq. and Enid N. Stuart, Esq.); (e) Office of the U.S. Attorney for the Southern District of New York, One St. Andrews Plaza, New York, NY 10007 (Attention: Joseph N. Cordaro, Esq.); (f) counsel for Ally Financial Inc., Kirkland & Ellis LLP, 153 East 53rd Street, New York, NY 10022 (Attention: Richard M. Cieri); (g) counsel to Barclays Bank PLC, as administrative agent for the DIP lenders, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036 (Attention:

Ken Ziman & Jonathan H. Hofer); (h) counsel for the committee of unsecured creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attention: Kenneth Eckstein & Greg Horowitz); (i) counsel for Ocwen Loan Servicing, LLC, Clifford Chance US LLP, 31 West 52nd Street, New York, NY 10019 (Attention: Jennifer C. DeMarco and Adam Lesman); (j) counsel for Berkshire Hathaway Inc., Munger, Tolles & Olson LLP, 355 South Grand Avenue, Los Angeles, CA 90071 (Attention: Thomas Walper and Seth Goldman); (k) Internal Revenue Service, P.O. Box 7346, Philadelphia, PA 19101-7346 (if by overnight mail, to 2970 Market Street, Mail Stop 5-Q30.133, Philadelphia, PA 19104-5016); and (l) Securities and Exchange Commission, New York Regional Office, 3 World Financial Center, Suite 400, New York, NY 10281-1022 (Attention: George S. Canellos, Regional Director).

**PLEASE TAKE FURTHER NOTICE** that if a timely objection is filed and served, the Debtors will schedule a hearing with the Bankruptcy Court with respect to the objection to such fees and/or expenses stated in the Monthly Fee Report.

Dated: December 26, 2013  
New York, New York

Respectfully submitted,

/s/ Gary S. Lee

Gary S. Lee  
Lorenzo Marinuzzi  
Jennifer Marines  
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*Counsel for the Post-Effective Date Debtors*

**Exhibit 1**



December 26, 2013

Re: Mr. Kruger (Monthly Fee Report)

In accordance with the *Order Granting Debtors' Motion Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code for an Order Authorizing the Debtors to Appoint Lewis Kruger as Chief Restructuring Officer* [Docket No. 3103], annexed herewith is the billing report of Lewis Kruger covering the period from December 1, 2013 to December 17, 2013 (the "Monthly Fee Report"). As reflected in the Monthly Fee Report, Mr. Kruger seeks payment of \$16,110.00 for professional services rendered, and \$94.04 for expense reimbursements for this period.

The professional services rendered by Mr. Kruger and so covered by this Monthly Fee Report include:

- Analyze and advise the Debtors on the proposed JSN settlement to resolve plan confirmation issues, as well as prepare a supplemental declaration in support of plan confirmation, and comment on various drafts of the findings of fact in support of confirmation and the revised proposed confirmation order;
- Prepare for and attend the December 11, 2013 hearing relating to the summation of the confirmation hearing and settlement with the JSNs; and
- Advise on issues relating to the impact of certain employee issues and KEIP/KERP matters on the estates, the Examiner's professionals' fees, payment of holdback amounts to Morrison & Foerster LLP, and other issues relating to the occurrence of the effective date and conclusion of the chapter 11 cases, as well as participate in numerous meetings and conferences relating to the same.

Attached please find: (i) a summary of hours devoted and amounts billed to certain project categories of professional services rendered, annexed hereto as Exhibit A; (ii) a description of professional services and/or tasks comprising each project category to which Mr. Kruger expended time and for which he seeks compensation, annexed hereto as Exhibit B; and (iii) a detailed list of expenses incurred in connection with these chapter 11 cases for which Mr. Kruger seeks reimbursement, annexed hereto as Exhibit C. Detailed time entries are available for review upon request.

Very truly yours,

A handwritten signature in blue ink, appearing to read "Tammy Hamzeshpour".

Tammy Hamzeshpour  
Chief Business Officer

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ResCap Liquidating Trust

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E-mail: [tammy.hamzeshpour@gmacrescap.com](mailto:tammy.hamzeshpour@gmacrescap.com)

**EXHIBIT A**

**Monthly Fee Report  
December 1, 2013 – December 17, 2013**

<b>Project Category</b>	<b>Hours</b>	<b>Rate</b>	<b>Value</b>
1 - Plan Mediation	0.0	\$ 895.00	\$ —
2 - Plan – General	7.0	\$ 895.00	\$ 6,265.00
3 - RMBS Settlement	0.0	\$ 895.00	\$ —
4 - Claims Management	0.0	\$ 895.00	\$ —
5 – Hearings	4.5	\$ 895.00	\$ 4,027.50
6 - Estate Management	16.5	\$ 895.00	\$ 5,817.50
<b>TOTAL</b>	<b>18.0</b>		<b>\$ 16,110.00</b>

**EXHIBIT B**

**Project Category Descriptions**

<b>Project Category</b>	<b>Services Provided / Task Description</b>
1 - Plan Mediation	N/A
2 - Plan - General	Analyzing, discussing, and advising the Debtors on the proposed JSN settlement to resolve plan confirmation issues, as well as prepare a supplemental declaration in support of plan confirmation, and comment on various drafts of the findings of fact in support of confirmation and the revised proposed confirmation order.
3 - RMBS Settlement	N/A
4 - Claims Management	N/A
5 - Hearings	Preparing for and attending December 11, 2013 hearing relating to the summation of the confirmation hearing and settlement with the JSNs.
6 - Estate Management	Advising on issues relating to the impact of certain employee issues and KEIP/KERP matters on the estates, the Examiner's professionals' fees, payment of holdback amounts to Morrison & Foerster LLP, and other issues relating to the occurrence of the effective date and conclusion of the chapter 11 cases, as well as participate in numerous meetings and conferences relating to the same.

**EXHIBIT C**

**Expense Detail**

<b>TRANSPORTATION</b>		
<b>Date</b>	<b>Amount</b>	<b>Business Purpose</b>
N/A	N/A	N/A
<b>MEALS</b>		
<b>Date</b>	<b>Amount</b>	<b>Business Purpose</b>
11/13/2013	94.04	Lunch with Judge Peck
<b>COPIES; TELEPHONE CHARGES</b>		
<b>Date</b>	<b>Amount</b>	<b>Business Purpose</b>
N/A	N/A	N/A
<b>MISCELLANEOUS</b>		
<b>Date</b>	<b>Amount</b>	<b>Business Purpose</b>
N/A	N/A	N/A
<b>DECEMBER EXPENSE TOTAL:</b>	<b>\$ 94.04</b>	